

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**TELMEX USA, L.L.C.**

**EXHIBIT A**

**STAFF CONTACTS**

**a) issues related to processing this application**

Bobbi Ferguson, Sr. Consultant, Visiology, Inc.  
16061 Carmel Bay Drive, Northport, Alabama 35475  
(205) 330-1703 , Fax: (205) 330-1705, Email: [bobbi@visiology.com](mailto:bobbi@visiology.com)

**For on-going company operations:**

**b) consumer issues**

Linda L. LaGatta, Telmex USA, L.L.C.  
9444 Farnham St., Suite 200, San Diego, CA 92123  
(858) 505-3900 FAX: (858) 505-3939 Email: [llagatta@telmexusa.net](mailto:llagatta@telmexusa.net)

**c) customer complaint resolution**

Linda L. LaGatta, Telmex USA, L.L.C.  
9444 Farnham St., Suite 200, San Diego, CA 92123  
(858) 505-3900 FAX: (858) 505-3939 Email: [llagatta@telmexusa.net](mailto:llagatta@telmexusa.net)

**d) technical and service quality issues**

Linda L. LaGatta, Telmex USA, L.L.C.  
9444 Farnham St., Suite 200, San Diego, CA 92123  
(858) 505-3900 FAX: (858) 505-3939 Email: [llagatta@telmexusa.net](mailto:llagatta@telmexusa.net)

**e) "tariff" and pricing issues**

Linda L. LaGatta, Telmex USA, L.L.C.  
9444 Farnham St., Suite 200, San Diego, CA 92123  
(858) 505-3900 FAX: (858) 505-3939 Email: [llagatta@telmexusa.net](mailto:llagatta@telmexusa.net)

**f) 9-1-1 issues**

Linda L. LaGatta, Telmex USA, L.L.C.  
9444 Farnham St., Suite 200, San Diego, CA 92123  
(858) 505-3900 FAX: (858) 505-3939 Email: [llagatta@telmexusa.net](mailto:llagatta@telmexusa.net)

**g) security/law enforcement**

Linda L. LaGatta, Telmex USA, L.L.C.,  
9444 Farnham St., Suite 200, San Diego, CA 92123  
(858) 505-3900 FAX: (858) 505-3939 Email: [llagatta@telmexusa.net](mailto:llagatta@telmexusa.net)

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**TELMEX USA, L.L.C.**

**EXHIBIT B**

**CORPORATE DOCUMENTS**

Form **LLC-35.40/**  
**45.65** January 1999

Jesse White  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
http://www.sos.state.il.us

Payment must be made by certified check,  
cashier's check, Illinois attorney's check,  
Illinois C.P.A.'s check or money order,  
payable to "Secretary of State."

**Illinois**  
**Limited Liability Company Act**

APPLICATION FOR REINSTATEMENT  
FOLLOWING ADMINISTRATIVE DISSOLUTION  
OR REVOCATION

**Submit in Duplicate**

Must be typewritten

This space for use by Secretary of State

Date 4-6-2000  
Assigned File # 0014-637-4  
Filing Fee \$500  
Approved: [Signature]

This space for use by  
Secretary of State

**FILED**

APR 06 2000

JESSE WHITE  
SECRETARY OF STATE

1. Limited Liability Company name as of the date of issuance of the notice of dissolution or revocation: \_\_\_\_\_  
Telmex/Sprint Communications, L.L.C.

a) If applicable, the new name of the limited liability company and Form LLC 5.25 or LLC 45.25 must accompany this application:

Telmex USA, L.L.C.

2. State of Organization: DELAWARE

3. Date the notice of dissolution or revocation was issued: \_\_\_\_\_

4. File number assigned by the Secretary of State: 00146374

5. Federal Employer Identification Number (F.E.I.N.): 76-0532-710

6. The registered agent's name and registered office address is:

Registered agent:	<u>Illinois Corporation Service Company</u>		
	First Name	Middle Initial	Last Name
Registered Office:	<u>700 South Second Street</u>		
(P.O. Box alone and	Number	Street	Suite #
c/o are unacceptable)	<u>Springfield</u>	<u>62704</u>	<u>Sangamon</u>
	City	ZIP Code	County

7. This application is accompanied by all amendments necessary to change or add or remove an existing provision, by all delinquent reports, information requirements and registrations due and therefore becoming due, together with all fees and penalties required.

8. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for reinstatement is to the best of my knowledge and belief, true, correct and complete.

Dated January, 28th, 2000  
(Month & Day) (Year)

[Signature]  
(Signature)

Luis Lopez, COO

(Type or print Name and Title)

Telmex International Ventures USA Inc., member

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

Form **LLC-50.15**

January 1999

**Jesse White**

Secretary of State

Department of Business Services

Limited Liability Company Division

Room 359, Howlett Building

Springfield, IL 62756

http://www.sos.state.il.us

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

# Illinois Limited Liability Company Act

PENALTY - RETURN TO GOOD STANDING

This space for use by  
Secretary of State**Submit in Duplicate**

Must be typewritten

This space for use by Secretary of State

Date 4-6-2000  
Assigned File # 00146374  
Filing Fee \$ 300.00  
Approved: E

1. Limited Liability Company name: Telmex/Sprint Communications, L.L.C.2. File number assigned by the Secretary of State: 001463743. Federal Employer Identification Number (F.E.I.N.): 76-0532-710

4. The registered agent's name and registered office address is:

Registered agent:

Illinois Corporation Service Company

Registered Office:

(P.O. Box alone and  
c/o are unacceptable)

First Name	Middle Initial	Last Name
700	South	Second Street
Number	Street	Suite #
<u>Springfield</u>	<u>62704</u>	<u>Sangamon</u>
City	ZIP Code	County

5. The penalties applicable to return the limited liability company to good standing are as follows: (Check and complete where appropriate)

- 1998 - \$200.00  
1999 - \$100.00
- a) \$      Failure to file the annual report and pay the requisite fee prior to the first day of the anniversary month.
- b) \$      Failure to appoint and maintain a registered agent in Illinois as required.
- c) \$      Failure to report the federal employer identification number within 90 days of the initial filing.

Total penalty amount (a through c) is \$ 300.00

6. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this penalty form is to the best of my knowledge and belief, true, correct and complete.

Dated January 28th, 2000  
(Month & Day) (Year)

(Signature)

Luis Lopez, CEO

(Type or print Name and Title)

Telmex International Ventures USA, Inc.

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)



## State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

991349428

9300785

08-24-99

TELMEX USA

9444 FARNHAM ST

SUITE 200

SAN DIEGO

CA 92123

ATTN: PAULETTE SYNODIS

DESCRIPTION	AMOUNT
TELMEX USA, L.L.C.	
2723244 0240 Amendment; Domestic	
Amendment Fee	50.00
FILING TOTAL	50.00
TOTAL PAYMENTS	100.00
CHARGED TO ACCOUNT	50.00CR

AMENDMENT TO CERTIFICATE OF FORMATION

OF

TELMEX/SPRINT COMMUNICATIONS, L.L.C.

Pursuant to Section 18-202 of the Delaware Limited Liability Company Act, the Certificate of Formation of Telmex/Sprint Communications, L.L.C. granted February 27, 1997 is amended as follows:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company" is:

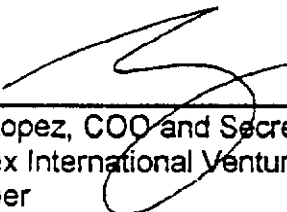
**Telmex/Sprint Communications, L.L.C.**

is amended to read:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company" is:

**Telmex USA, L.L.C.**

Executed on August 11, 1999

  
\_\_\_\_\_  
Luis Lopez, COO and Secretary  
Telmex International Ventures USA, Inc.  
Member

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/18/1999  
991349428 - 2723244

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF  
'TELMEX/SPRINT COMMUNICATIONS, L.L.C.', FILED IN THIS OFFICE ON  
THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading 'Edward J. Freel'.

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Edward J. Freel, Secretary of State

2723244 8100

AUTHENTICATION:

8352070

971066240

DATE:

02-28-97



**CERTIFICATE OF FORMATION**  
**OF**  
**TELMEX/SPRINT COMMUNICATIONS, L.L.C.**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

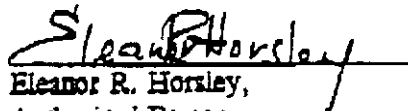
**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is:

**Telmax/Sprint Communications, L.L.C.**

**SECOND:** The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are:

Corporation Service Company  
1013 Centre Road  
Wilmington, New Castle County, Delaware 19805-1297

Executed on February 27, 1997

  
Eleanor R. Horsley,  
Authorized Person

# **APPLICATION FOR CERTIFICATE TO BECOME A TELECOMMUNICATIONS CARRIER**

**TELMEX USA, L.L.C.**

## **EXHIBIT C**

### **MANAGERIAL AND TECHNICAL EXPERTISE**

The Applicant entered the resale market as Telmex/Sprint Communications, L.L.C. on August 7, 1998. The Applicant resold Sprint's long distance services primarily outbound long distance and toll free services both domestic and international. This joint venture arrangement between Telmex and Sprint ended in May of 1999. At its peak under this joint venture, the Applicant had approximately 25,000 long distance customers. These long distance customers were transferred to Sprint when the joint venture terminated. Telmex USA, L.L.C. (formerly Telmex/Sprint Communications, L.L.C.) now intends to re-enter the long distance marketplace as a switch-based reseller. The background of the key management personnel is summarized below.

### **KEY MANAGEMENT PERSONNEL**

#### **ALFONSO LARA, CHIEF FINANCIAL OFFICER**

Mr. Lara worked in Mexico City for "Grupo Condumex" before coming to the Telecommunications Industry. He started as Financial Manager and was Financial Director and Commercial Director there. Mr. Lara was transferred to Telefonos de Mexico, S.A. de C.V. as Chief Financial Officer of International Investments. Later, Mr. Lara was assigned as Chief Financial Officer of Telmex/Sprint Communications, L.L.C., a U.S. joint venture between Telefonos de Mexico and Sprint. After dissolution of the joint venture, Mr. Lara continued his assignment as CFO of Telmex USA, L.L.C. Mr. Lara has a Masters in Business Direction with a minor in Finance from the "Instituto Panamericano de Alta Direccion de Empresa" (IPADE) in Mexico. After obtaining his Masters degree, he went on to complete a post graduate study in Project Financing at the "Universidad Panamericana de Mexico".

JAVIER ROSADO, VP MARKETING

Mr. Rosado received his Bachelor in Business Administration from the Instituto Tecnológico Autonomo de Mexico in 1989. In 1993, he received a Certificate of Special Studies in Business and Management from Harvard University. In 1994, Mr. Rosado, graduated with honors from the Arthur D. Little Management Education Institute, and was his class salutatorian. Mr. Rosado was an Assistant Brand Manager for Procter & Gamble-Mexico- from 1989-1991, where he developed and implemented strategic marketing plans for various consumer goods including Oil of Olay and VapoRUB. From 1991-1992, Mr. Rosado worked to obtain startup capital for the creation of Autopartes Macros, an automobile parts company for which he served as General Manager. Mr. Rosado joined Telefonos de Mexico S.A. de C.V. in 1994 and managed the introduction of a variety of new services to Mexico, including the Telcard telephone card, Digital Services, advanced residential services and 1-800 service. As Marketing Coordinator for Telmex/Sprint Communications he was responsible for overseeing all marketing functions of the joint venture. His duties included the initial evaluation, development and execution of market research planning. He was also responsible for the company's present and future marketing strategies and techniques.

ORLANDO A. KLEEN, ACCOUNTING AND TAX MANAGER.

Mr. Kleen received a Bachelor of Accountancy degree from the University of Houston in 1978 and currently holds a Certified Public Accountant license in Texas. He started his career in Houston, Texas with Brown & Root, Inc. (a Halliburton Company) in the Corporate Financial Reporting Division. He eventually was assigned to the Mexico City office as Controller of the engineering services division from 1981 to 1984. Upon returning to Houston, during the oil depression, Mr. Kleen entered into public accounting and provided audit, tax planning and compliance, and management consulting with local and national firms. In 1989, he joined a ten million-dollar distribution and export company as Vice President and Controller. Since 1997, he has been with Telmex USA, L.L.C. as Controller. As a member of the Houston Chapter of Texas Society of CPAs, in 1997 he was selected as one of the candidates to participate in the first Leadership Program. Before re-locating to California, Mr. Kleen was actively involved in the International Committee and also served as Vice-Chair of the Management of Accounting Practices Committee.

LINDA L. LAGATTA, GENERAL COUNSEL

Ms. LaGatta graduated from Florida State University in 1974 with BS in Finance/Accounting and from St. Mary's University in 1977 with a Juris Doctorate degree. Ms. LaGatta served as Chief of the Fraud Section of the U.S. Attorney's Office, Southern District of Texas, for a number of years where she tried a number of high-profile cases. After leaving the Justice Department, she pursued a civil litigation practice with a large law firm in Houston developing an expertise in international work. She later managed international litigation matters at First

City Bankcorporation and then became the General Counsel for Mosbacher Energy Company prior to accepting the position of General Counsel of Telmex USA. Ms. LaGatta lived in South America and Europe for ten years and is fluent in Spanish.

#### ROBERTO ISAAC RODRIGUEZ, ADVISER REPRESENTATIVE

Mr. Rodriguez is Chief Operating Officer of Telmex International Ventures USA, Inc. and Adviser Representative of Telmex USA, L.L.C. In 1983, Mr. Rodriguez completed his studies to be a Financial Actuary at the Universidad Nacional Autonoma de Mexico. After post-graduate work in Germany, he worked at Seguros Inbursa, S.A. de C.V., a wholly owned subsidiary of Grupo Carso, as Vice-President of Technical Affairs. Over the years, Mr. Rodriguez has held a number of responsible positions within Grupo Carso such as Executive Vice-President of Stockbrokerage and Special Businesses, Vice-President of Property, Casualty, and Claims Reinsurance and CEO of Tecmarketing, S.A. de C.V.. Mr. Rodriguez was transferred to Telefonos de Mexico, S.A. de C.V. in September of 1998 and named Chief International Executive Officer. At the same time he was given the title of Chief Executive Officer for Carso Global Telecom. Mr. Rodriguez holds a number of board positions within Grupo Carso such as Chairman of the Board of Directors for Afore Inbursa, S.A. (a pension funds administration company), Chairman of the Board of Directors for Tecmarketing, S.A. de C.V. (a telemarketing company) and Board Member at both Seguros Inbursa, S.A. de C.V. (an insurance company), and Banco Inbursa, S.A. de C.V. (a bank and financial institution). In 1994, Mr. Rosado, graduated with honors from the Arthur D. Little Management Education Institute, and was his class salutatorian.

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TELECOMMUNICATIONS CARRIER**

**TELMEX USA, L.L.C.**

**EXHIBIT D**

**KEY MANAGEMENT PERSONNEL AND SHAREHOLDERS**

**KEY MANAGEMENT PERSONNEL**

Alfonso Lara	Chief Financial Officer	Telmex USA, L.L.C. 9444 Farnham St., Suite 200 San Diego, CA 92123 (973) 759-8100
Javier Rosado	Vice President, Marketing	
Orlando A. Kleen,	Accounting & Tax Manager	
Linda L. LaGatta	General Counsel	
Roberto Isaac Rodriguez	Adviser Representative	

**SHAREHOLDERS**

Telmex International Ventures USA, Inc.	9444 Farnham St., Suite 200 San Diego, CA 92123
Telmex International, Inc.	1105 North Market Street, Suite 1300 Wilmington, DE 19899